

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 05 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P21080 (7)

1. Corporation Name
LYONDELL PETROCHEMICAL COMPANY

Principal Place of Business 1221 MCKINNEY, SUITE 1600 HOUSTON TX 77010	Mailing Address 1221 MCKINNEY, SUITE 1600 HOUSTON TX 77010
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	30

3. Date Incorporated or Qualified 09/27/1988	
4. FEI Number 95-4160558	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D BUTLER, WILLIAM T <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1 BAYLOR PLAZA	1.2 NAME	
STREET ADDRESS	HOUSTON TX 77030	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	DP SMITH, DAN F <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1221 MCKINNEY, SUITE 1600	2.2 NAME	
STREET ADDRESS	HOUSTON TX	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	D GOWER, BOB G <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	1221 MCKINNEY ST, SUITE 1600	3.2 NAME	VPT RICH, EDWARD W.
STREET ADDRESS	HOUSTON TX 77010	3.3 STREET ADDRESS	1221 MCKINNEY ST., SUITE 1600
CITY-ST-ZIP		3.4 CITY-ST-ZIP	HOUSTON, TX 77010
TITLE	AS YARTZ, ERIC C <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1221 MCKINNEY STREET, SUITE 1600	4.2 NAME	
STREET ADDRESS	HOUSTON TX 77010	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	VPS PENDERGRAFT, JEFFREY R <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1221 MCKINNEY ST, SUITE 1600	5.2 NAME	
STREET ADDRESS	HOUSTON TX	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	VPT YOUNG, RUSSELL S <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	1221 MCKINNEY ST STE 1600	6.2 NAME	S GALVIN, KERRY A.
STREET ADDRESS	HOUSTON TX	6.3 STREET ADDRESS	1221 MCKINNEY ST., SUITE 1600
CITY-ST-ZIP		6.4 CITY-ST-ZIP	HOUSTON, TX 77010

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

CR2E034 (10/97)

LYONDELL PETROCHEMICAL COMPANY
OFFICERS
(EFFECTIVE 2/6/98)

<u>OFFICERS</u>	<u>ADDRESS</u>	<u>TENURE COMMENCED</u>
Dan F. Smith President and Chief Executive Officer	1221 McKinney Street Houston, TX 77010	12/18/96
Jeffrey R. Pendergraft Sr. Vice President, Chief Administrative Officer	1221 McKinney Street Houston, TX 77010	05/06/93
Clifton B. Currin, Jr. Vice President, Corporate Development	1221 McKinney Street Houston, TX 77010	10/21/94
Edward W. Rich Vice President, Finance And Treasurer	1221 McKinney Street Houston, TX 77010	02/06/98
Kerry A. Galvin Chief Corporate Counsel And Secretary	1221 McKinney Street Houston, TX 77010	05/02/91
P. Beth McCutcheon General Tax Officer and Assistant Secretary	1221 McKinney Street Houston, TX 77010	12/13/91
JoAnn L. Beck Assistant Secretary	1221 McKinney Street Houston, TX 77010	02/06/98
Eric C. Yartz Assistant Secretary	1221 McKinney Street Houston, TX 77010	08/01/94
Jesus Chagoya Assistant Treasurer	1221 McKinney Street Houston, TX 77010	05/02/91
Mark F. Wilson Assistant Treasurer	1221 McKinney Street Houston, TX 77010	05/06/93

LYONDELL PETROCHEMICAL COMPANY
DIRECTORS
(EFFECTIVE 2/20/98)

<u>DIRECTORS</u>	<u>ADDRESS</u>	<u>TENURE COMMENCED</u>
Dr. William T. Butler Chairman (Director since 1/25/89)	Baylor College of Medicine One Baylor Plaza, Room 177A Houston, TX 77030	06/30/97
Curtis J. Crawford	3 Charlotte Hill Drive Bernardsville, NJ 07924	07/21/95
D. Travis Engen	ITT Industries, Inc. 4 West Red Oak Lane White Plains, NY 10604	04/01/95
Stephen F. Hinchliffe, Jr.	445 South Figueroa Suite 3250 Los Angeles, CA 90071	03/01/91
Dudley C. Mecum II	33 Khakum Wood Road Greenwich, Connecticut 06831	01/25/89
Dan F. Smith	1221 McKinney Street Houston, TX 77010	10/24/88
Paul R. Staley	6 Ringneck Lane Wayne, Pennsylvania 19087	01/25/89

Election of directors will take place on first Thursday in May.

2/25/98
DIRECTOR-8